

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

MATTHEW MELTON,

Defendant.

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No. 23-CV-10060 (ALC)

**[PROPOSED] ORDER TO SHOW CAUSE
AS TO DEFENDANT MATTHEW MELTON**

On the Motion of the Plaintiff Securities and Exchange Commission (“SEC”) for an Order, as to Defendant Matthew Melton (“Defendant”), to show cause why final judgment (in the form attached (“proposed Final Judgment”) should not be entered based on Defendant’s default and ordering the following relief:

(i) a permanent injunction against future violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77q(a), Section 10(b) of the Securities Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder; (ii) disgorgement of ill-gotten gains totaling \$817,614; (iii) plus prejudgment interest of \$196,292.08; (iv) civil money penalties of \$817,614; (v) a permanent officer and director bar; and (vi) a conduct-based injunction permanently enjoining Defendant from, directly or indirectly, including, but not limited to, through any entity owned or controlled by Defendant, participating in the issuance, purchase, offer, or sale of any security, other than with his own assets and accounts.

The Court has considered the (a) SEC's Motion for Default Judgment ("Motion"); (b) Complaint in this action, (c) Clerk's Certificate of Default, (d) Memorandum of Law, (e) Declaration of Neil Hendelman, and (f) Declaration of Paul G. Gizzi.

NOW, THEREFORE,

I.

IT IS HEREBY ORDERED that Defendant show cause, if there be any, to this Court at _____ .m. on the _____ day of _____, 2025, (i) via teleconference at telephone number _____ and access code _____, or (ii) in Courtroom 444 of the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, NY 10007, why this Court should not enter the proposed Final Judgment.

II.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the SEC's Motion be served upon Defendant, or his attorney who agrees to accept service on his behalf, on or before _____, 2025 via Federal Express, International Priority Delivery upon Defendant Matthew Melton c/o HMP Wandsworth, Heathfield Road, London SW18 3HU.

III.

IT IS FURTHER ORDERED that Defendant shall file on ECF or deliver any opposing papers in response to the Order to Show Cause above no later than _____, 2025. If not filed on ECF, service shall be made by delivering the papers, using the most expeditious means available, by that date and time, to the New York Regional Office of the Commission at 100 Pearl Street, Suite 20-100, New York, New York 10004, Attn: Paul G. Gizzi, by email to gizzip@sec.gov, or to such other place as counsel for the SEC may direct in writing,

and a courtesy copy shall be delivered to chambers. The SEC shall have until _____, 2025, to file any reply papers on ECF and, if Defendant does not file an opposition on ECF, serve the reply papers upon Defendant.

IV.

IT IS FURTHER ORDERED that this Order shall be, and is, binding upon Defendant, and each of his respective officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by email, personal service, facsimile, overnight courier, or otherwise.

UNITED STATES DISTRICT JUDGE